

Bond No. K07978996

SUPERSEDEAS BOND

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

**Ronald Stillman, individually and on
behalf of all other persons similarly
situated,**

Plaintiff,

Civil Action No. 07-cv-849(PS)

- against -

Staples, Inc.,

Defendant.

WHEREAS, the Defendant, Staples, Inc., shall prosecute an appeal to the United States Court of Appeals for the Third Circuit from the Judgment signed on the 16th and entered on the docket on the 18th day of September, 2009, in the office of the Clerk of the United States District Court for the District of New Jersey, against the said Defendant and in favor of Plaintiffs, in the amount of Seven Million Two Hundred Eighty Thousand Three Hundred Thirty Four and 85/100---(\$7,280,334.85)---Dollars;

WHEREAS, the said Defendant desires to stay all proceedings in the above entitled cause until the determination of the said appeal;

NOW, THEREFORE, the Westchester Fire Insurance Company, having an office and principal place of business for the State of New York, at ACE, USA, 1133 Avenue of the Americas, 38th Floor, New York, N.Y., 10036, as surety, hereby agrees, covenants, and binds itself by this instrument to pay the Plaintiffs in the above action, or to the Plaintiffs' successors and assigns, the sum of Eight Million Eight Thousand Three Hundred Sixty Eight and No/100---(\$8,008,368.00)---Dollars; to which payment to be well and truly made it binds itself, its heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents.

NOW, THEREFORE, the condition of this obligation is such that the if said Defendant shall prosecute this appeal with effect and shall satisfy the judgment herein in full together with cost, interest and damages for delay, if for any reason the appeal is dismissed or if the judgment is affirmed, and shall satisfy in full any modification of the judgment and such costs, interest, and

damages as the Appellate Court may adjudge and award, then this obligation shall be void, otherwise to remain in full force and effect.

DATED, New York, September 30th, 2009

Westchester Fire Insurance Company

By: Annie Sawh
Annie Sawh, Attorney-in-fact

ACKNOWLEDGMENT OF SURETY

STATE OF NEW YORK }

COUNTY OF New York }

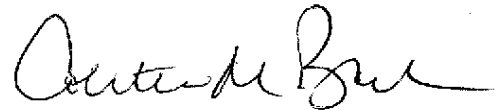
SS:

On the 30th day of September in year 2009 before me personally came

Annie Sawh to me known, who being by me duly sworn, did depose and say that he/she resides at ACE, USA, 1133 Avenue of the Americas, 38 Fl. N. Y., N.Y., 10036, that he/she is the Attorney-in-Fact of Westchester Fire Insurance Company, the corporation described in and which executed the above instrument; that he/she knows the corporate seal of said corporation, that the seal affixed to such instrument is such corporate seal: that it was so affixed by order of the Board of Directors of said corporation, and, that he/she signed his/her name thereto by like order; and that said corporation is duly authorized to transact business in the State of New York in pursuance of the statutes of such case made and provided, that the Superintendent of insurance of the State of New York, has, pursuant to Chapter 28 of the Consolidated Laws of the State of new York, known as the Insurance Law, issued to

Westchester Fire Insurance Company

a Certificate of Solvency and qualification to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law and that such certificate has not been evoked.



Notary Public

COLETTE M. BLAUKIE
Notary Public, State of New York
Qualified to perform notary duties in the State of New York
My Commission Expires December 16, 2012

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED; that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into in the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 8, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint Annie Sawh, Collette Blaikie, D. Nicholas Blaikie, Fayth Vasseur, Maureen Pfeffer, all of the City of NEW YORK CITY, New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver, on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten million dollars & zero cents (\$10,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 13 day of July 2009.

WESTCHESTER FIRE INSURANCE COMPANY



Stephen M. Haney

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 13 day of July, A.D. 2009 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company, that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KAREN E. BRANDT, Notary Public
City of Philadelphia, Phila. County
My Commission Expires September 26, 2010

Karen E. Brandt
Notary Public

I, the undersigned Assistant Secretary of the **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 30 day of September, 2009.



William L. Kelly
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER July 13, 2011.

WESTCHESTER FIRE INSURANCE COMPANY

FINANCIAL STATEMENT

DECEMBER 31, 2008

ADMITTED ASSETS

BONDS	\$ 1,937,961,302
SHORT - TERM INVESTMENTS	25,152,122
STOCKS	119,791,289
REAL ESTATE	-
CASH ON HAND AND IN BANK	124,390,944
PREMIUM IN COURSE OF COLLECTION*	85,054,200
INTEREST ACCRUED	18,288,962
OTHER ASSETS	232,251,068
TOTAL ASSETS	<u>\$2,542,889,887</u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$ 287,073,174
RESERVE FOR LOSSES	736,344,728
RESERVE FOR TAXES	6,120,207
FUNDS HELD UNDER REINSURANCE TREATIES	-
OTHER LIABILITIES	772,244,096
TOTAL LIABILITIES	<u>1,801,782,205</u>

CAPITAL: SPECIAL SURPLUS	89,536,923
CAPITAL: 928,592 SHARES, \$4.85 PAR VALUE	4,503,671
CAPITAL: PAID IN	185,200,474
SURPLUS (UNASSIGNED)	480,293,890
SURPLUS TO POLICYHOLDERS	<u>759,534,958</u>
TOTAL	<u>\$2,561,317,163</u>

(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2008

Sworn before me this

April 3, 2009

[Signature]
Vice President

[Signature]
Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Irene T. Verratti, Notary Public
City Of Philadelphia, Philadelphia County
My Commission Expires Nov. 15, 2011

Member, Pennsylvania Association of Notaries

My commission expires